

**UNANIMOUS WRITTEN CONSENT
OF THE MEMBERS OF
HBL SNF, LLC**

The undersigned, constituting all of the Members of **HBL SNF, LLC** (the “Company”), a New York limited liability company, adopted the following resolutions by unanimous written consent in lieu of a meeting:

Following a review, discussion and careful consideration of the Company’s financial condition;

WHEREAS, in the judgment of the Company it is desirable and in the best interest of the Company, its members, patients, employees, creditors and other interested parties, that a petition be filed by the Company for relief under Subchapter V of Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”); it is hereby

RESOLVED, that the Company be, and hereby is, authorized to file a voluntary petition for relief under Subchapter V of Chapter 11 of the Bankruptcy Code, in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), and perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing; and it is

FURTHER RESOLVED, that Lizer Jozefovic (“Manager”), shall be, and hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company to: (a) prepare, execute and verify the petition and all schedules, lists, applications, pleadings and other motions, papers, agreements, consents or documents, and to take any and all action he deems necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s business; and it is

FURTHER RESOLVED, that the Manager shall be, and is, authorized, directed and empowered to retain, on behalf of the Company, Klestadt Winters Jureller Southard & Stevens, LLP (“KWJSS”) as general bankruptcy counsel to represent and assist the company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any pleadings; and in connection therewith, the Manager is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of KWJSS; and it is

FURTHER RESOLVED, that the Manager be, and hereby is, authorized and directed to employ Omni Agent Solutions (“Omni”) as notice and claims agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Manager is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Omni; and it is

FURTHER RESOLVED, that the Manager be, and hereby is, authorized, directed and empowered on behalf of, and in the name of, the Company to retain such other professionals as may be necessary, in his reasonable discretion, to assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Manager is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of any other professionals as necessary; and it is

FURTHER RESOLVED, that the firms set forth above and any additional professionals selected by the Manager be, and hereby are, authorized, empowered and directed to represent the Company, as debtor in connection with any chapter 11 case commenced by it under the Bankruptcy Code; and it is

RESOLVED FURTHER, that, in connection with the commencement of the chapter 11 case, the Manager is authorized and directed to file and seek approval of a debtor-in-possession financing motion seeking authority to, among other things, enter into, borrow under and grant liens on its assets with respect to a senior secured superpriority revolving credit facility in an aggregate principal amount of up to \$4,000,000 and to use cash collateral of parties asserting existing liens by entry of interim and final orders (collectively, "DIP and Cash Collateral Orders"), and the Manager is hereby authorized, empowered, and directed to negotiate, execute, and deliver any and all credit agreements, security agreements, instruments, or documents, by or on behalf of the Company, necessary to implement the DIP and Cash Collateral Orders and the relief contemplated therein, as well as any additional or further agreements for the use of cash collateral of borrowing of debtor-in-possession financing in connection with the Company's chapter 11 Case, all with such changes therein and additions thereto as the Manager approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof, subject to Bankruptcy Court approval.

RESOLVED FURTHER, that in addition to the specific authorizations heretofore conferred upon the Manager, the Manager (and his designees and delegates) be, and they hereby are, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such officer's or officers' judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and it is

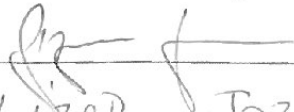
RESOLVED FURTHER, that all members of the Board of Managers of the Company have received sufficient notice of the actions and transactions relating to the matters by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice; and it is

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken or to be taken in connection with the transactions contemplated by and the implementation of these resolutions in all respects are hereby ratified, confirmed and approved; and

IN WITNESS WHEREOF, the undersigned, being all of the Members of the Company,
do hereby execute this consent as of October 31, 2021.

[signature pages follow]

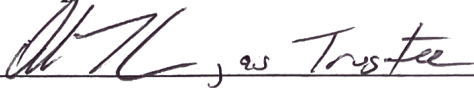
Westchester Health Care Properties I, LLC

By: 

Name: LIZER JOZEFOVIC

Title: member

HHHW Liquidation Trust

By:  as Trustee

Name: Alan D. Halperin, Esq.

Title: Trustee

Bethel Nursing Home Company, Inc.

By:  _____

Name: Beth Goldstein

Title: Chief Executive Officer